

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

STEPHEN SILVERMAN, Derivatively on
Behalf of PRUDENTIAL FINANCIAL,
INC.,

Plaintiff,

V.

JOHN R. STRANGFELD, RICHARD J. CARBONE, MARK B. GRIER, PETER B. SAYRE, JAMES G. CULLEN, JAMES A. UNRUH, GILBERT F. CASELLAS, MARTINA HUND-MEJEAN, WILLIAM H. GRAY III, CONSTANCE J. HORNER, KARL J. KRAPEK, GASTON CAPERTON, GORDON M. BETHUNE, CHRISTINE A. POON, THOMAS J. BALTIMORE, JR., and JON F. HANSON,

Defendants,

-and-

PRUDENTIAL FINANCIAL, INC., a New
Jersey corporation,

Nominal Defendant.

) Case No.: 2:12-cv-06540-SDW-SCM

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Plaintiff Stephen Silverman ("Plaintiff"), defendants John R. Strangfeld, Richard J. Carbone, Mark B. Grier, Peter B. Sayre, James G. Cullen, James A. Unruh, Gilbert F. Casellas, Martina Hund-Mejean, Constance J. Horner, Karl J. Krapek, Gaston Caperton, Gordon M. Bethune, Christine A. Poon, Thomas J. Baltimore, Jr., and Jon F. Hanson (the "Individual Defendants")¹, and nominal defendant Prudential Financial, Inc. ("Prudential," with the Individual Defendants, "Defendants," and collectively with Plaintiff, the "Parties"), through their respective counsel of record, submit this stipulation and [proposed] order.

WHEREAS, on October 16, 2012, Plaintiff filed his Verified Shareholder Derivative Complaint for Breach of Fiduciary Duties, Waste of Corporate Assets, and Unjust Enrichment (the "Complaint"), commencing this shareholder derivative action on behalf of Prudential and against the Individual Defendants (the "Action");

WHEREAS, this Action was stayed while the Parties monitored a motion to dismiss filed in a factually related securities fraud class action pending before this Court styled *City of Sterling Heights General Employees' Retirement System v. Prudential Financial, Inc.*, Case No. 2:12-cv-05275-SDW-MCA (the "Securities Action");

¹ William H. Gray III was voluntarily dismissed on May 14, 2014 (Doc. No. 30).

WHEREAS, at the request of the parties and in the interests of judicial economy, the Court ordered this Action administratively closed on May 12, 2015, suspending proceedings and deadlines in the Action;

WHEREAS, the parties to the Securities Action reached a settlement, and on September 29, 2016, the court entered a Final Judgment and Order of Dismissal with Prejudice (Doc. No. 440);

WHEREAS, while this Action was administratively closed, the parties also monitored a factually related shareholder derivative suit in the Superior Court of New Jersey, Chancery Division, Essex County (the "State Court"), styled *Memo v. Strangfeld*, Docket No. C-191-13 (the "State Action"), which was dismissed with prejudice by the State Court on October 6, 2015;

WHEREAS, the Superior Court of New Jersey, Appellate Division affirmed the dismissal of the State Action on August 21, 2017;

WHEREAS, Defendants have not filed or served an Answer to the Complaint or filed any dispositive motions in this Action;

WHEREAS, Plaintiff seeks approval to voluntarily dismiss this Action without prejudice as to all Defendants pursuant to Rules 41(a)(1)(A)(ii) and 23.1²;

² All references to "Rule ___" are to the Federal Rules of Civil Procedure.

WHEREAS, Plaintiff and Defendants represent that neither Plaintiff nor his counsel has received or will receive any payment or other benefit in exchange for Plaintiff's voluntary dismissal of claims against Defendants; and

WHEREAS, notice under Rule 23.1 is within the Court's discretion and is not required here because Plaintiff's decision to voluntarily dismiss the Complaint is not the result of collusion, will not result in any profit to Plaintiff or his counsel, and will not prejudice the rights of other shareholders to pursue the same or similar claims on behalf of the Company.

NOW AND THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by the Parties hereto, through their undersigned counsel, pursuant to Rules 23.1 and 41(a)(1)(A)(ii) of the Federal Rules of Civil Procedure and subject to the Court's approval, that:

1. This Action shall be dismissed without prejudice; and
2. Each Party shall bear his, her, or its own costs, fees, and expenses, including attorneys' fees.

IT IS SO STIPULATED.

Dated: September 5, 2017

Respectfully submitted,

/s/ Joseph J. DePalma

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Caperton, Gordon M. Bethune,
Christine A. Poon, Thomas J.
Baltimore, Jr., Jon F. Hanson, and
nominal defendant Prudential
Financial, Inc.*

* * *

CONSENT ORDER

IT IS SO ORDERED THIS _____ day of _____ 2017.

HONORABLE SUSAN D. WIGENTON
UNITED STATES DISTRICT JUDGE